



PHILIP MORRIS

INCORPORATED

100 PARK AVENUE, NEW YORK, N.Y. 10017 TELEPHONE (212) 679-1800

Dear Sirs:

You stated that you have made an improvement or invention or developed a promotional concept or advertising idea which you would like to bring to our attention. Of course, it would not be possible for Philip Morris to appraise its interest in this work unless you were agreeable to giving us detailed information and an opportunity for its consideration by the appropriate officials.

We employ a large staff of professional people, both here at Philip Morris and at our advertising agencies, who devote full time to the special problems involved in the advertising and merchandising of our products and we find that most ideas submitted from outside sources are not really new to our team of "experts." Some of these ideas have been rejected by us and will never be used; others may already be in production; still others may have been temporarily put aside for budgetary or other reasons and will be acted upon at some later date.

In this connection, because such matters sometimes result later in misunderstandings, such evaluation would have to be on the following basis, which we trust will be agreeable to you.

Disclosure shall be made by delivering to us in writing, a complete statement of your idea or suggestion with all concepts, designs, methods of implementation and calculations relating to your idea or suggestion set forth in your written disclosure. Any patents, trademarks or copyrights you may have, including any applications for the same, shall be delivered with your written disclosure with any models or samples of your idea or suggestion you may have.

2045016427

In any discussions and demonstrations on this subject it is understood that you will not thereby disclose anything which is not fully described or shown in the aforementioned documents, samples or models. Your disclosure hereunder is not to be considered confidential or as imposing any obligation on us, outside the patent laws, to refrain from disclosing or using all or any part of the subject matter thereof. We accept no obligation to return any written materials, models or samples submitted by you.

If such improvement or invention appears to us to be new and interesting, we may want to investigate its practicability, commercial opportunities and the validity and scope of any patents, trademarks or copyrights which you now have or may obtain thereon. If our decision is favorable on all these points, we will discuss with you terms of an assignment or license thereof. Accordingly, you shall not assign or license the improvement or invention to anyone else until you have given us a reasonable opportunity to consider these points (ninety days from receipt of such information by us). If an agreement is then reached between us that contract will govern our respective rights, but if no agreement is reached there are to be no obligations on either you or this company.

We trust that the foregoing meets with your approval and, if so, we would appreciate your signing the enclosed copy of this letter and returning it to us accompanied by the aforementioned written disclosure.

Very truly yours,

PHILIP MORRIS U.S.A.

By _____

ACCEPTED AND AGREED TO:

Dated: _____

2045016428